

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

IN RE AUTOMOTIVE PARTS ANTITRUST
LITIGATION

Master File No. 12-md-02311

Lead Case: W:12-cv-00001-MOB-MKM

THIS DOCUMENT RELATES TO:

Product(s): Wire Harnesses

All Actions

DECLARATION OF ROBERT F. STEINER

Pursuant to 28 U.S.C. § 1746, Robert F. Steiner declares and states as follows:

1. My name is Robert F. Steiner. This declaration is made in support of Leoni AG, Leoni Kabel GmbH, Leoni Wire Inc., Leoni Wiring Systems, Inc., and Leonische Holding Inc.'s Motion to Dismiss Plaintiffs' Consolidated Amended Complaints in In re Automotive Parts Antitrust Litigation, Case No. 12-md-02311. I have personal knowledge of the facts set forth in this declaration, and the following statements are true and correct.

2. I am Vice President Corporate Finance and Insurance of Leoni AG. In my capacity as Vice President Corporate Finance and Insurance, I have access to the corporate records of Leoni AG.

3. Leoni AG is incorporated under the laws of the Federal Republic of Germany, and its principal place of business is located at Marienstraße 7, 90402 Nuremberg, Germany.

4. Leoni AG does not manufacture or sell any products. Leoni AG is only the ultimate holding company for the Leoni group worldwide. Leoni AG is the indirect 100% shareholder of its United States-based holding company, Leonische Holding Inc. Leonische



Holding Inc. is in turn the direct 100% shareholder of Leoni Wiring Systems, Inc. and Leoni Wire Inc.

5. Leoni AG's functional role is to provide various internal, administrative services to the many Leoni companies around the world, such as cash pooling services and information technology support. For example, Leoni AG shares the SAP SEM computer program with Leonische Holding Inc., Leoni Wiring Systems, Inc. and Leoni Wire Inc. for purposes of preparing Leoni AG's consolidated balance sheet and financial statements. In connection with these internal functions, Leoni AG employees occasionally visit the United States but do not conduct business. Leoni AG shares certain other information technology tools with the U.S. subsidiaries, and has licensed them to use the name "Leoni." It is my understanding that those U.S. Leoni entities also use systems and databases that are separate and independent from those supported by Leoni AG.

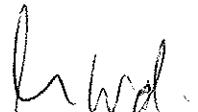
6. Leoni AG does not now conduct, nor has it ever conducted, any business in the United States. Leoni AG is not qualified as a foreign corporation in, and has no registered agent in, any state in the United States.

7. Leoni AG has never been incorporated in the United States.

8. Leoni AG does not now maintain, nor has it ever maintained, offices or branches in the United States, nor has it owned or leased real estate in the United States.

9. Leoni AG does not now have, nor has it ever maintained, an address, phone or fax number in the United States.

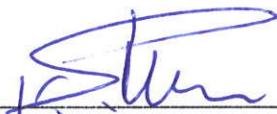
10. Leoni AG has never borrowed money in the United States. Since 2010, Leoni AG has maintained two bank accounts in the United States, which it uses solely to provide cash pooling services to its U.S. subsidiaries to ensure favorable banking terms. It does not use these

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accounts to transact business. Each U.S. subsidiary maintains separate bank accounts in the United States for such purposes.

11. Leoni AG does not now, and has never, paid taxes in the United States.
12. Leoni AG has not conducted directors' or officers' meetings in the United States, although Leoni AG board members occasionally travel to the United States to attend meetings and trade shows.
13. Leoni AG does not exercise any control or influence over the day-to-day business operations of Leonische Holding Inc., Leoni Wiring Systems, Inc. or Leoni Wire Inc., including purchases of component parts and/or sales activity.
14. Leoni AG does not share its financial records with Leonische Holding Inc., Leoni Wiring Systems, Inc. or Leoni Wire Inc., except for public disclosures of financial performance that it makes in accordance with its regulatory obligations as a publicly-traded company on the German stock exchange, the Deutsche Börse.
15. Leoni AG personnel do not hold management responsibilities with Leoni Wire Inc., Leoni Wiring Systems, Inc., or Leonische Holding Inc. Until October 2009, individual Leoni AG directors from time to time have held positions on the boards of directors of these U.S. subsidiaries.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 12, 2012 at Nuremberg, Germany.



Robert F. Steiner

Vice President Corporate Finance
and Insurance